

**TRAILER TRAIN  
COMPANY**

101 NORTH WACKER DRIVE · CHICAGO, ILLINOIS 60606  
(312) 853-3223

DIRECT LINE: (312) 984-3821

THOMAS D. MARION  
TREASURER

9-348A015

December 13, 1989

VIA FEDERAL EXPRESS

Honorable Noreta R. McGee  
Secretary  
Interstate Commerce Commission  
12th & Constitutional Avenue, N.W.  
Room 2303  
Washington, D.C. 20423

RECORDATION NO. 7144-F FILED 1405  
DEC 14 1989 -11 40 AM  
INTERSTATE COMMERCE COMMISSION

Dear Ms. McGee:

Submitted herewith for filing and recording under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder are four (4) fully executed documents as follows:

Certificate of Satisfaction and Discharge, a secondary document, relating to the Equipment Trust Agreement dated as of August 15, 1973.

Parties to this transaction are as follows:

Trailer Train Company (Company)  
101 North Wacker Drive  
Chicago, IL 60606

Manufacturers Hanover Trust Company (Trustee)  
450 West 33rd Street  
New York, NY 10001

The general description of the equipment is as contained in the Equipment Trust Agreement dated August 15, 1973, as amended.

Enclosed is our check in the amount of \$15.00 to cover filing fees.

Prior recordations pertaining to this Certificate of Satisfaction and Discharge being recorded are as follows:

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- (1) Equipment Trust Agreement dated August 15, 1973, recorded on August 31, 1973, at 12:30 p.m., recordation number 7144.
- (2) Amendment Agreement dated October 1, 1973, recorded on October 10, 1973, at 10:35 a.m., recordation number 7144-A.
- (3) Supplemental Agreement XX dated January 26, 1975, recorded on March 6, 1975, at 12:30 p.m., recordation number 7144-B.
- (4) Supplemental Agreement XXVII dated December 1, 1977, recorded on December 9, 1977, at 9:55 a.m., recordation number 7144-C.
- (5) Supplemental Agreement XXXII, dated December 1, 1979, recorded December 6, 1979, at 2:10 p.m., recordation number 7144-D.
- (6) Supplemental Agreement XXXV dated March 15, 1985, recorded June 25, 1985, at 10:25 a.m., recordation number 7144-E.

A short summary of this Certificate of Satisfaction and Discharge to appear in the Index is as follows:

"Secondary document titled "Certificate of Satisfaction and Discharge" fully discharging previous liens associated with the Equipment Trust Agreement dated as of August 15, 1973, including all Supplements and Amendments thereto"

Once the filing has been made, please retain one copy and return the remaining stamped counterparts and transmittal letter copy to me via certified mail.

Sincerely yours,



TDM/bar  
Enclosures

P.S. Ms. Mildred Lee - Please call John Rainsford at 312-984-3822 as soon as this agreement is recorded advising him of the recordation number, date and time. Thank you very much.

CERTIFICATE OF SATISFACTION AND DISCHARGE  
UNDER EQUIPMENT TRUST AGREEMENT

7144-F  
RECORDATION NO. 7144-F FILED 1488

DEC 14 1989 -11 40 AM

INTERSTATE COMMERCE COMMISSION

WHEREAS, Manufacturers Hanover Trust Company, a New York Corporation (the "Trustee") and Trailer Train Company, a Delaware Corporation (the "Company") entered into an Equipment Trust Agreement dated as of August 15, 1973 (the "Agreement") for the financing of certain railroad flatcars (the "Equipment") and

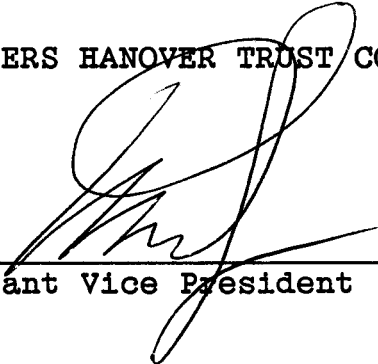
WHEREAS, the Equipment resulting under the Agreement was comprised of the units identified by number in Schedule A attached hereto and

WHEREAS, the Company has satisfied all of its obligations under the Agreement including without limitation the payment in full of the indebtedness secured by the Equipment under the Agreement and

WHEREAS, the Company has requested that the Trustee execute and deliver Certificate of Satisfaction and Discharge under the Agreement

NOW, THEREFORE, Manufacturers Hanover Trust Company does hereby certify that the Company has satisfied all of its obligations under the Agreement including without limitation the payment in full of the indebtedness secured by the Equipment under the Agreement and that, accordingly, the lien of Manufacturers Hanover Trust Company, acquired under the Agreement, has been completely discharged.

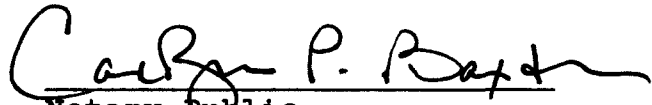
MANUFACTURERS HANOVER TRUST COMPANY

By:   
Assistant Vice President

Witness:   
Assistant Secretary

TATE OF NEW YORK)  
OUNTY OF NEW YORK)SS:

On this 1 day of ~~December~~, 1989, before me personally appeared  
, to me personally known, who, being  
y me duly sworn, says that he is an Assistant Vice-President of  
anufacturers Hanover Trust Company, that the seal affixed to the  
oregoing instrument is the corporate seal of said corporation, that  
aid instrument was signed and sealed on behalf of said corporation  
y authority of its Board of Directors and they acknowledged that the  
xecution of the foregoing instrument was the free act and deed of  
aid corporation.

  
Notary Public

NOTARIAL SEAL)

CAROLYN P. BAXTER  
Notary Public, State of New York  
No. 41-4920070  
Qualified In Queens County  
Certificate filed in New York County  
Commission Expires February 16, 1990

SCHEDULE A  
EQUIPMENT LIST  
EQUIPMENT TRUST SERIES 32  
DATED 8/15/73

LOW NUMBER -----	HIGH NUMBER -----	#CARS -----
158459	158703	245
158706	159185	480
253784	253883	100
603646	603745	100
941244	941343	100
964663	964748	86
964761	964869	109
971290	971389	100
974175	974324	150
977080	977179	100
	TOTAL	1570